

## HOTEL ROYAL LIMITED

(Co. Reg. No. 196800298G)

(Incorporated in the Republic of Singapore)

### IMPORTANT

1. Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the EGM in person. A shareholder must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such shareholder wishes to exercise his/her/its voting rights at the EGM.
2. Please read the notes to the proxy form which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a shareholder's proxy to attend, speak and vote on his/her behalf at the EGM.

## EXTRAORDINARY GENERAL MEETING UPDATED PROXY FORM

I/We, \_\_\_\_\_ (Name), NRIC/Passport No. \_\_\_\_\_ of  
\_\_\_\_\_ (Address)

being a member / members of **HOTEL ROYAL LIMITED** (the “**Company**”) hereby appoint Chairman of the Meeting, as my/our proxy, to attend and vote for me/us or my/our behalf at the Extraordinary General Meeting (“**EGM**”) of the Company to be held via electronic means on 27 June 2020 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same date).

I/We direct my/our proxy to vote for or against, or to abstain from voting the resolution to be proposed at the EGM as indicated hereunder. If no specific directions as to voting is given in respect of the resolution, the appointment of the Chairman of the Meeting as my/our proxy for that resolution will be treated as invalid.

No.	Special Resolution	For	Against	Abstain
1.	To approve the proposed adoption of the New Constitution			

NOTES: If you wish to exercise all your votes “For” or “Against” or “Abstain”, please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing on a poll. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Total Number of Shares in	No. of shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s)/  
and, Common Seal of Corporate Member

**IMPORTANT: PLEASE READ NOTES OVERLEAF  
BEFORE COMPLETING THIS PROXY FORM**

## NOTES

1. This Updated Proxy Form must be read in conjunction with the Company's announcement on 5 June 2020. This Updated Proxy Form may be accessed at the Company's website at <http://hotelroyal.listedcompany.com/home.html> and will also be made available on SGXNET. A printed copy of this Updated Proxy Form will not be despatched to members.
2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by you.
3. Due to the Government's prevailing regulations to prevent the spread of COVID-19, members will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.
4. Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member of the Company who is a Relevant Intermediary is entitled to appoint the Chairman of the Meeting as proxy to attend and vote in his/her stead, but the Chairman of the Meeting must be appointed to exercise the rights attached to a different share or shares held by such member.

**"Relevant Intermediary"** means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
  6. The Chairman of the Meeting as proxy, need not be a member of the Company.
  7. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the time appointed for the holding the EGM.
  8. The instrument appointing the Chairman of the Meeting as proxy, duly executed, must be submitted by (i) physical mail to the office of Company's Registered Office at 36 Newton Road, Singapore 307964 or (ii) electronic mail to [main@zicoholdings.com](mailto:main@zicoholdings.com), in either case, not less than forty-eight (48) hours before the time for holding the EGM.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

For shareholders would have received a hard copy of the previous proxy form that was delivered with the AGM Notice and the Circular of Shareholders dated 9 April 2020, the previous proxy form remains valid for the EGM and Shareholders may continue to submit such previous proxy form based on the procedures mentioned above. Shareholders who have submitted the previous proxy forms appointing such person other than the Chairman of the Meeting, shall be deemed to have appointed the Chairman of the Meeting to cast votes on your behalf unless Shareholders withdraw the same by notifying the Company via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) at least forty-eight (48) hours before the time for holding the AGM.

9. The instrument appointing the Chairman of the Meeting as a proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing Chairman of the Meeting as a proxy is executed by a corporation, it must be executed either under its seal or under the hand of its attorney or a duly authorised officer. The dispensation of the use of common seal pursuant to the Companies Act, Chapter 50 of Singapore effective from 30 March 2017 is applicable at this EGM.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as a proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointer specified in the instrument appointing the Chairman of the Meeting as a proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as a proxy lodged if the member being the appointer, is not shown to have shares entered against his name in the Deposit Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by the Central Depository (Pte) Limited to the Company.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the EGM and/or any adjournment thereof, or (b)submitting details for the registration to observe the proceedings of the EGM via live audio-visual webcast or a live audio-only stream, or (c) submitting any question prior to the EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) Processing and administration by the Company (or its agents or service providers) of Proxy Forms appointing the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) Processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM via live audio-visual webcast or a live audio-only stream and providing with any technical assistance where necessary;
- (iii) Addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) Enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.